

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 1, 2024

Eagle Materials Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-12984
(Commission
File Number)

75-2520779
(IRS Employer
Identification No.)

5960 Berkshire Ln., Suite 900
Dallas, Texas
(Address of Principal Executive Offices)

75225
(Zip Code)

Registrant's Telephone Number, Including Area Code: (214) 432-2000

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	EXP	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03. Amendment to Certificate of Incorporation.

Eagle Materials Inc. (the “Company”) held its Annual Meeting of Stockholders on August 1, 2024. At the Annual Meeting, the Company’s stockholders approved an amendment of our Restated Certificate of Incorporation to provide for the exculpation of officers of the Company to the fullest extent permitted under Delaware law. On August 1, 2024, the Company filed a certificate of amendment (“Certificate of Amendment”) to the Restated Certificate of Incorporation with the Secretary of State of Delaware reflecting this amendment.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Certificate of Amendment, which is filed as Exhibit 3.1 hereto and is incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, Rick Beckwitt, Mauro Gregorio and Michael R. Haack were elected to the Board of Directors by the holders of the Company’s Common Stock, par value \$0.01 per share, to serve until the 2027 Annual Meeting of Stockholders. The Company’s stockholders also (i) approved an advisory resolution regarding the compensation of the Company’s named executive officers; (ii) approved the amendment to the Company’s Restated Certificate of Incorporation described in Item 5.03 above; and (iii) approved the expected appointment by the Company’s Board of Directors of Ernst & Young LLP as the Company’s independent auditors for the fiscal year ending March 31, 2025.

Voting results for the director nominees and the other proposals are summarized below:

Election of Class III Directors

Director Nominee	Number of Shares of Common Stock			Broker Non-Votes
	For	Against	Abstain	
Rick Beckwitt	25,304,533	5,161,701	40,681	1,225,942
Mauro Gregorio	29,820,787	672,147	13,981	1,225,942
Michael R. Haack	30,112,318	370,905	23,692	1,225,942

Approval of an advisory resolution regarding the compensation of the Company’s named executive officers

Number of Shares of Common Stock			
For	Against	Abstain	Broker Non-Votes
29,810,934	663,261	32,720	1,225,942

Approval of an Amendment to the Company's Restated Certificate of Incorporation to Reflect Delaware Law Provisions Regarding Exculpation of Officers

Number of Shares of Common Stock			
For	Against	Abstain	Broker Non-Votes
25,458,931	5,019,604	28,380	1,225,942

Approval of Ernst & Young LLP as the Independent Auditors

Number of Shares of Common Stock			
For	Against	Abstain	Broker Non-Votes
31,121,954	586,135	24,768	0

Item 9.01. Financial Statements and Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment of Restated Certificate of Incorporation of Eagle Materials Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EAGLE MATERIALS INC.

By: /s/ Matt Newby

Matt Newby
Executive Vice President, General Counsel
and Secretary

Date: August 7, 2024.

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF RESTATED CERTIFICATE OF INCORPORATION
OF EAGLE MATERIALS INC.

The corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Eagle Materials Inc.
2. The Restated Certificate of Incorporation of the corporation is hereby amended by changing Article VI thereof so that, as amended, said Article shall be and read as follows:

ARTICLE VI

A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer, as applicable, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) with respect to directors only, under Section 174 of the DGCL, as the same exists or hereafter may be amended or replaced, or (iv) for any transaction from which the director or officer derived any improper personal benefit, or (v) with respect to officers only, in any action by or in the right of the Corporation. If the DGCL is amended after the filing of this Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended. Any repeal or modification of this Article VI by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation existing at the time of such repeal or modification. For purposes of this Article VI, "officer" shall have the meaning provided in Section 102(b)(7) of the DGCL as the same exists or hereafter may be amended.

3. That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
4. The effective date of the amendment shall be August 1, 2024.

IN WITNESS WHEREOF, the corporation has caused this Certificate of Amendment to be duly executed in its name this 1st day of August, 2024.

By: /s/ Matt Newby

Matt Newby,
Executive Vice President,
General Counsel and Secretary